

Board of Governors of the Federal Reserve System



# Annual Report of Holding Companies—FR Y-6

## Report at the close of business as of the end of fiscal year

This Report is required by law: Section 5(c)(1)(A) of the Bank Holding Company Act (12 U.S.C. § 1844 (c)(1)(A)); Section 8(a) of the International Banking Act (12 U.S.C. § 3106(a)); Sections 11(a)(1), 25 and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); Section 211.13(c) of Regulation K (12 C.F.R. § 211.13(c)); and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)) and section 10(c)(2)(H) of the Home Owners' Loan Act. Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

This report form is to be filed by all top-tier bank holding companies and top-tier savings and loan holding companies organized under U.S. law, and by any foreign banking organization that does not meet the requirements of and is not treated as a qualifying foreign banking organization under Section 211.23 of Regulation K (12 C.F.R. § 211.23). (See page one of the general instructions for more detail of who must file.) The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, an information collection unless it displays a currently valid OMB control number.

NOTE: The *Annual Report of Holding Companies* must be signed by one director of the top-tier holding company. This individual should also be a senior official of the top-tier holding company. In the event that the top-tier holding company does not have an individual who is a senior official and is also a director, the chairman of the board must sign the report.

**Date of Report** (top-tier holding company's fiscal year-end):  
**12/31/2015**

Month / Day / Year  
N/A

Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

I, **Bill Yoder**

Name of the Holding Company Director and Official  
Director/President

Title of the Holding Company Director and Official

attest that the *Annual Report of Holding Companies* (including the supporting attachments) for this report date has been prepared in conformance with the instructions issued by the Federal Reserve System and are true and correct to the best of my knowledge and belief.

**Reporter's Name, Street, and Mailing Address**

**Tennessee Bancshares, Inc.**

Legal Title of Holding Company

**P.O. Box 850**

(Mailing Address of the Holding Company) Street / P.O. Box

**Tulahoma Tennessee 37388**

City State Zip Code

**1400 North Jackson Street**

Physical Location (if different from mailing address)

With respect to information regarding individuals contained in this report, the Reporter certifies that it has the authority to provide this information to the Federal Reserve. The Reporter also certifies that it has the authority, on behalf of each individual, to consent or object to public release of information regarding that individual. The Federal Reserve may assume, in the absence of a request for confidential treatment submitted in accordance with the Board's "Rules Regarding Availability of Information," 12 C.F.R. Part 261, that the Reporter and individual consent to public release of all details in the report concerning that individual.

**Person to whom questions about this report should be directed:**

**Jason Redd CFO**

Name Title

**931-461-8507**

Area Code / Phone Number / Extension

**931-393-2056**

Area Code / FAX Number

**jasonredd@mysoutherncommunitybank.com**

E-mail Address

N/A

Address (URL) for the Holding Company's web page

*Bill Yoder*  
Signature of Holding Company Director and Official

*May 9, 2016*  
Date of Signature

For holding companies not registered with the SEC—

Indicate status of Annual Report to Shareholders:

- is included with the FR Y-6 report
- will be sent under separate cover
- is not prepared

**For Federal Reserve Bank Use Only**

RSSD ID **3613531**  
C.I. \_\_\_\_\_

Does the reporter request confidential treatment for any portion of this submission?

Yes Please identify the report items to which this request applies:

- In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.
- The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

No

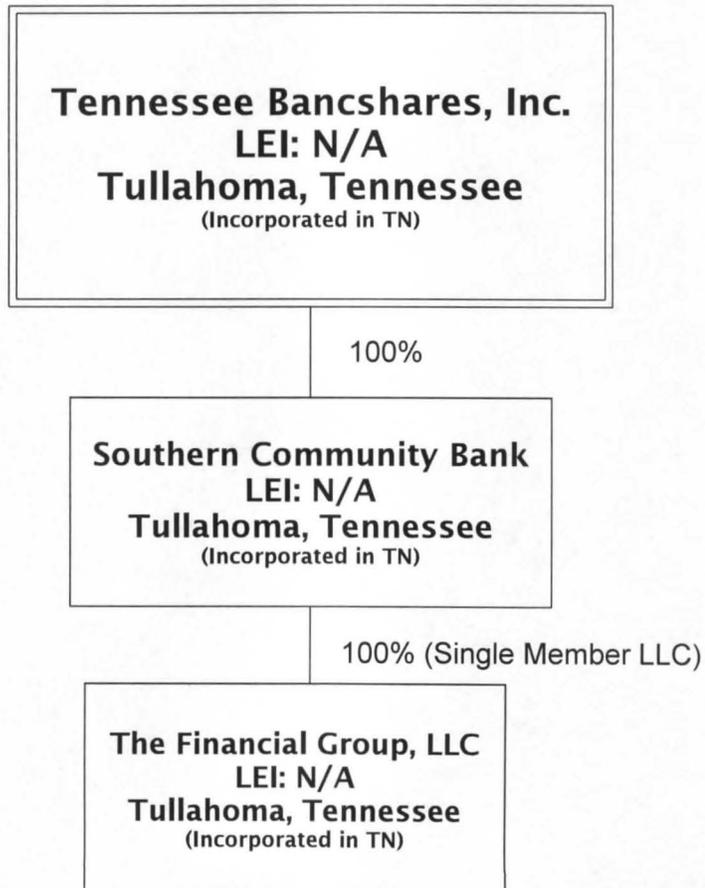
**Form FR Y-6**

**Tennessee Bancshares, Inc.  
Tullahoma, Tennessee  
Fiscal Year Ending December 31, 2015**

Report Item:

1.) The bank holding company does not prepare an annual report for its securities holders.

2a.) Organization chart:



Report Item:

2b.) Domestic Branch Listing:

Attached herein

**REVISED**  
5/25/16

## **Tennessee Bancshares, Inc.**

Holding company for Southern Community Bank

### **Southern Community Bank – Branch Listing as of December 31, 2015**

#### **Tullahoma Office (Main)**

Opened November 2005  
1400 North Jackson Street  
Tullahoma, Coffee, TN 37388  
United States of America  
Full Service

#### **Chattanooga Office**

Opened August 2014  
817 Broad Street  
Chattanooga, Hamilton, TN 37402  
United States of America  
Full Service

#### **Murfreesboro Office**

Opened March 2012  
1950 Old Fort Parkway  
Murfreesboro, Rutherford, TN 37129  
United States of America  
Full Service

#### **Huntsville Office**

Opened December 2012  
300 Clinton Avenue West  
Huntsville, Madison, AL 35801  
United States of America  
Full Service



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Tullahoma, Tennessee  
Fiscal Year Ending December 31, 2015



**Report Item 3: Securities holders  
(1)(a)(b)(c) and (2)(a)(b)(c)**

**Current shareholders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending December 31, 2015**

<b>(1)(a) Name &amp; Address</b>	<b>(1)(b) Country</b>	<b>(1)(c) Number and Percentage of Each Class of Voting Securities</b>
THERESA DEVLIN WARTRACE, TENNESSEE, USA	USA	132,368 - 7.473% Common Stock
JOE LESTER; HARTON FAMILY PARTNERS I LP & WASHBURN TRUST B, JOE LESTER TRUSTEE TULLAHOMA, TENNESSEE, USA	USA	94,988 - 5.363% Common Stock
CLIFTON MILLER NORMANDY, TENNESSEE, USA	USA	143,676 - 8.112% Common Stock

**Shareholders not listed in 3(1)(a) through 3(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending December 31, 2015**

<b>(2)(a) Name &amp; Address</b>	<b>(2)(b) Country</b>	<b>(2)(c) Number and Percentage of Each Class of Voting Securities</b>
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NONE THAT ARE NOT LISTED IN (1)(a) THRU (1)(c) ABOVE

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Tullahoma, Tennessee  
Fiscal Year Ending December 31, 2015

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5/25/16

**Report Item 4: Insiders**  
**(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)**

(1) Name & Address	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries	(3)(c) Title & Position with Other Businesses	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries	(4)(c) Names of other companies (includes partnerships) if 25% of voting securities are held. (Name and percentage held.)
William L. Yoder Tullahoma, TN, USA	n/a	Director / President	Director / President/CEO, SCB	n/a	4.010%	n/a	Yoder/Welsh (50%)
Danny Lamb, CPA Tullahoma, TN, USA	Asst. Gen. Manager, Jack Daniels	Director	Director, SCB	Controller, Jack Daniels, Lynchburg, TN	0.311%	n/a	n/a
Clifton N. Miller Normandy, TN, USA	Attorney: Henry, McCord, Bean, Miller, Gabriel, Carter & Labar, PLLC	Director	Director/ Corporate Secretary, SCB	Member: Henry, McCord, Bean, Miller, Gabriel, Carter & Labar, PLLC; M&M Developers, LLC, Tullahoma, TN. Owner: Miller Properties, Tullahoma, TN. General Partner: FB90 Partnership; FB116 Partnership, Tullahoma, TN.; Professional Properties ; Milmore General Partnership	8.112%	n/a	M&M Developers LLC (25%) Henry McCord (25%) Professional Properties (16.67%) Tullahoma Development LLC (5.62%) Miller Properties (100%) Miller Family Partners I, LP (18.4%) Miller Family Partners II, LP (16%) FB90 Partnership (50%) FB116 Partnership (33.33%) Milmore General Partnership (50%)

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Tullahoma, Tennessee  
Fiscal Year Ending December 31, 2015



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(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

(1) Name & Address	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries	(3)(c) Title & Position with Other Businesses	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries	(4)(c) Names of other companies (includes partnerships) if 25% of voting securities are held. (Name and percentage held.)
Joe Lester Tullahoma, TN, USA	President: Lester, Greene & McCord, Inc. (insurance agency); Real Estate Investor	Director	Director, SCB	President: Lester, Greene & McCord, Inc., Tullahoma, TN; Tullahoma Educational Foundation. General Manager: Harton Family Partners I, LP, Tullahoma, TN. Partner: Lester/Fulks (real estate investment), Tullahoma, TN; Jackson Medical Plaza; Northgate, LLC; Consumers Realty Group, LLC; Alsop & Associates; Lauderdale Properties; REC Development Co; BSM Marketplace. Board member: First Community Financial	5.363%	n/a	Lester, Greene & McCord, Inc. (30%) Jackson Medical Plaza (25%) Wild Boys Land & Cattle Co. (50%) Harton Realty Company (0.9%) Mallard Roost (11%) Northgate LLC (12.5%) Consumer Realty Group (25%) Lester Investment Partnership (0%) Tullahoma Education Foundation (0%) Tullahoma Development LLC (10%) First Community Financial Services (13.1%) Alsop & Associates Ins Agency (20%) Lauderdale Properties (20%) REC Development Co (25%) BSM Marketplace (10%)
Theresa Devlin Wartrace, TN, USA	Retired McDonalds Franchisee	Director / Corporate Secretary	Director / Chairman, SCB	n/a	7.473%	n/a	n/a

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Robert Craig Collier, MD USA	Tullahoma, TN,	Physician	Director	Director, SCB	4.923%	n/a	Eye Care Center, PA (50%) Eye Care Center Real Estate, LLC (40%) Tullahoma Surgery Center, Inc. (7%) Ambulatory Surgery Assoc. Real Estate (25%) Norris/Collier Real Estate Ptshp (50%) Midsouth Community Pathology (2%) Collier Family Partnership I (85%) Collier Family Partnership II (40%)

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**Report Item 4: Insiders**  
**(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)**

(1) Name & Address	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries	(3)(c) Title & Position with Other Businesses	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries	(4)(c) Names of other companies (includes partnerships) if 25% of voting securities are held. (Name and percentage held.)
Stephen Bills, MD Normandy, TN, USA	Physician	Director	Director, SCB	President: Jackson Medical Properties; Vice President: IWS Logistics; President: Pinnacle, Inc.; General Partner: Harry & Steve Real Estate; Member: Atlantic Partners; Bowen Development, LLC, all Tullahoma, TN	2.226%	n/a	Jackson Medical Properties (26%) IWS Logistics (30%) Pinnacle, Inc. (30%) Harry & Steve Real Estate (50%) Atlantic Street Properties (20%) Bowen Development (50%)
Gerald N. Player Tullahoma, TN, USA	EVP / Chief Lending Officer, subsidiary The Bank of Tullahoma	n/a	EVP / Chief Lending Officer, SCB	n/a	0.000% - CS 0.840% - w/opt	n/a	n/a
Jason Redd, CPA Tullahoma, TN, USA	CFO, subsidiary The Bank of Tullahoma	n/a	CFO, SCB	Owner: ProServe	0.000%	n/a	ProServe (100%)
Shelia Gilmer, Hillsboro, TN, USA	COO, subsidiary The Bank of Tullahoma	n/a	COO, SCB	n/a	0.240%	n/a	n/a